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KYLE C. BISCEGLIE (KB 6052)  
HOWARD J. SMITH (HS 3556)  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP  
Park Avenue Tower  
65 East 55<sup>th</sup> Street  
New York, New York 10022  
(212) 451-2300

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

MARVEL ENTERTAINMENT, INC. f/k/a  
MARVEL ENTERPRISES, INC., a  
Delaware corporation, and MARVEL  
CHARACTERS, INC., a Delaware corporation,

Plaintiffs,

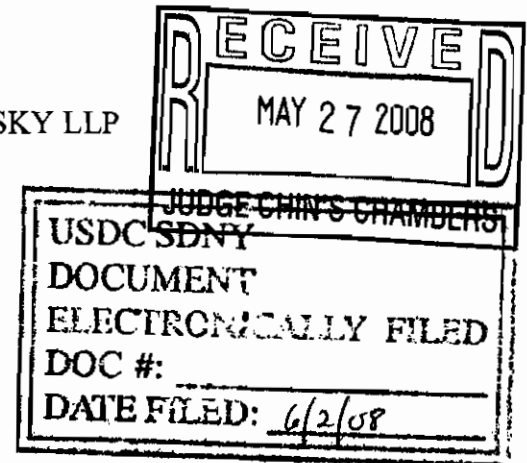
-against-

KELLYTOY (USA), INC.,

Defendant.

Docket No. 08 CV 2924 (DC)

SUBSTITUTION OF COUNSEL



IT IS HEREBY STIPULATED AND AGREED, by the undersigned parties that  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP, Park Avenue  
Tower, 65 East 55<sup>th</sup> Street, New York, New York 10022, (212) 451-2300, be substituted  
as counsel of record for plaintiffs Marvel Entertainment, Inc. f/k/a Marvel Enterprises,  
Inc., and Marvel Characters, Inc., in the above-captioned matter, in place of BARTON  
BARTON & PLOTKIN LLP, 420 Lexington Avenue, New York, New York 10170,  
(212) 687-6262.

This Stipulation may be signed in counterparts.

Dated: New York, New York  
April 29, 2008

OLSHAN GRUNDMAN FROME  
ROSENZWEIG & WOLOSKY LLP

By: 

Kyle C. Bisceglie (KB 6052)  
Howard J. Smith (HS 3556)  
Park Avenue Tower  
65 East 55<sup>th</sup> Street  
New York, New York 10022  
(212) 451-2300

BARTON, BARTON & PLOTKIN LLP

By: 

Roger E. Barton  
420 Lexington Avenue  
New York, New York 10170  
(212) 687-6262

By: 


MARVEL ENTERTAINMENT, INC. f/k/a  
MARVEL ENTERPRISES, INC. MARVEL  
CHARACTERS, INC.

By: 

MARVEL CHARACTERS, INC.

*Approved.*

*So ORDERED.*

  
*WEDS*  
*6/2/08*